

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 884-3821

THOMAS D. MARION
TREASURER

12564-R
RECORDATION NO. FILE NO.

SEP 30 1988-2 45 PM

INTERSTATE COMMERCE COMMISSION

September 27, 1988

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303 - Recordation Department
Washington, DC 20423

Date 9/30/88
Fee \$ 13.00
ICC Washington, D. C.

Dear Ms. McGee:

Railgon Company hereby submits for filing and recording under 49 U.S.C., Section 11303(a) and the regulations promulgated thereunder, the attached Schedule A which lists four-hundred (400) railroad gondola cars by road number. These cars are under lease to the Chicago and North Western Railroad Co.

This Schedule A should be included with the "Amendment to Lease of Railroad Equipment (No. 2)", the "Amendment to Conditional Sale Agreement (No. 2)", and the "Amendment to Assignment of Lease and Agreement (No. 2)", each dated as of December 15, 1987, and filed December 15, 1987 under Recordation Numbers 12564-0, 12564-P and 12564-Q, respectively. Please assign recordation number 12564-R to this Schedule A attached.

At the time the above referenced documents were filed, certain of the car number information included in a previously filed Schedule A in that document was not yet available. The purpose of this filing is to now identify and record a complete listing of those 400 car numbers in a new Schedule A to be included with these documents.

Enclosed is a check in the amount of \$13 to pay the recording fee for the Schedule A.

September 27, 1988
Honorable Noreta R. McGee
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Once the filing has been made, please keep one copy for the files and return the other stamped original, the fee receipt, the acknowledgement of filing and the extra copies of this letter to my attention.

Very truly yours,

A handwritten signature in cursive script, reading "Thomas D. Marion".

Thomas D. Marion

P.S. Ms. Mildred Lee - Please phone Tom Marion at (312) 984-3821 as soon as this agreement is recorded, advising of the recordation number, date and time. Thank you in advance.

TDM:map

RAILGON COMPANY
SCHEDULE A(CARS INCLUDED IN CNW LEASE DATED AS OF 12/15/87 FROM RAILGON LEASE NO. 2)
TOTAL NUMBER OF CARS = 247

OLD RAILGON CAR NUMBER	NEW CNW NUMBER	NEW RAILGON CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW NUMBER	NEW RAILGON CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW NUMBER	NEW RAILGON CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW NUMBER	NEW RAILGON CAR NUMBER	OLD RAILGON CAR NUMBER	NEW CNW NUMBER	NEW RAILGON CAR NUMBER
330202	350452	330324	330489	350214	340281	350406	340370	350242	340476	350180				
330204	350176	330328	330496	350463	340282	350269	340373	350336	340479	350427				
330211	350277	330329	340192	350302	340283	350209	340375	350261	340480	350129				
330213	350196	330332	340193	350295	340284	350124	340377	350149	340481	350343				
330216	350417	330333	340194	350115	340287	350243	340382	350294	340482	350286				
330218	350419	330346	340196	350266	340290	350198	340384	350133	340483	350135				
330222	350337	330348	340197	350456	340291	350300	340386	350357	340484	350275				
330223	350439	330352	340201	350132	340292	350131	340388	350494	340488	350100				
330225	350154	330353	340203	350138	340293	350246	340390	350435	340491	350136				
330226	350267	330359	340204	350466	340295	350331	340391	350113	340492	350173				
330227	350381	330371	340205	350270	340296	350457	340393	350190	340498	350188				
330228	350393	330376	340209	350344	340300	350469	340398	350395	340499	350281				
330229	350318	330382	340212	350389	340302	350119	340400	350284						
330230	350440	330384	340217	350347	340303	350329	340401	350324						
330231	350247	330387	340218	350353	340305	350118	340408	350230						
330234	350485	330388	340221	350105	340306	350274	340409	350219						
330238	350448	330396	340223	350467	340310	350450	340412	350384						
330240	350487	330397	340224	350328	340311	350179	340415	350306						
330243	350237	330398	340232	350488	340312	350234	340421	350342						
330244	350150	330403	340234	350147	340317	350229	340422	350111						
330250	350464	330408	340235	350273	340320	350144	340423	350332						
330252	350492	330410	340236	350122	340326	350477	340425	350307						
330255	350165	330414	340237	350181	340327	350126	340427	350430						
330257	350416	330418	340239	350169	340329	350192	340428	350391						
330259	350489	330427	340241	350103	340331	350405	340434	350262						
330260	350235	330429	340243	350227	340332	350480	340436	350398						
330262	350493	330430	340244	350168	340333	350434	340437	350271						
330263	350408	330433	340248	350210	340336	350396	340440	350346						
330267	350349	330435	340249	350496	340337	350382	340444	350348						
330268	350355	330438	340251	350341	340342	350127	340445	350471						
330270	350480	330446	340252	350106	340343	350123	340446	350195						
330272	350171	330447	340253	350361	340345	350428	340448	350170						
330273	350272	330448	340255	350319	340346	350288	340450	350339						
330274	350308	330451	340257	350205	340347	350212	340451	350429						
330278	350370	330456	340259	350140	340348	350213	340452	350146						
330279	350334	330457	340262	350121	340350	350143	340453	350245						
330281	350185	330458	340263	350226	340351	350414	340456	350304						
330282	350189	330459	340265	350392	340352	350387	340457	350423						
330283	350476	330463	340266	350116	340355	350454	340458	350350						
330285	350263	330465	340268	350215	340356	350470	340460	350228						
330290	350378	330467	340269	350207	340361	350433	340464	350218						
330293	350373	330468	340270	350449	340362	350481	340467	350483						
330296	350211	330478	340273	350325	340364	350482	340469	350222						
330314	350371	330480	340275	350486	340365	350360	340472	350151						
330318	350443	330481	340276	350282	340367	350364	340473	350367						
330319	350340	330482	340277	350390	340368	350399	340474	350167						
330322	350252	330487	340278	350224	340369	350178	340475	350238						

TRAILER TRAIN COMPANY :

*Thomas D. Marion*BY: THOMAS D. MARION
TREASURER

DATE: September 29, 1988

INTERSTATE COMMERCE COMMISSION

(CORPORATE SEAL)

ATTEST:

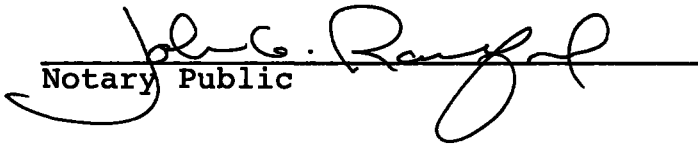
Christopher D. Kivell
ASSISTANT SECRETARY

12564-R

SEP 30 1988

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 29th day of September, 1988, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

